



TAKEAWAY.COM N.V. (the "**Company**")

## MINUTES EXTRAORDINARY GENERAL MEETING 2018

held on September 18, 2018 at 17:00 CET at Novotel Amsterdam City, the Netherlands (the "**EGM**")

*These minutes contain a short report of the proceedings at the EGM and do not give a verbatim record of the discussions held.*

## **1. Opening and announcements**

Mr. Adriaan Nühn, Chairman of the Supervisory Board of the Company and Chairman of the EGM, opens the meeting and welcomes the attendees to the Company's EGM.

The Chairman explains that although the meeting is mainly conducted in English, the attendants are free to pose their questions in Dutch during the meeting.

After a brief explanation on the course of business at the meeting, the Chairman states that Takeaway.com's company secretary, Sophie Versteeg, will act as the secretary of the meeting. Mrs. Smid, the independent civil-law notary, is present at the meeting.

The Chairman confirms that the notice convening the EGM was posted on the Company's corporate website on 6 August 2018, in accordance with the relevant provisions of the articles of association of the Company and Dutch law. The notice, agenda, explanatory notes and a written proxy form were available from 6 August 2018 until the date of the meeting via ABN AMRO Bank N.V., at the offices of the Company, and on the Company's website. Shareholders unable to attend the meeting were given the opportunity to appoint a proxy holder and/or to issue voting instructions in writing via the e-voting platform of ABN AMRO Bank. In order to facilitate the preparation of the minutes, this meeting is recorded via audio tape.

It was established that the number of shares present amounted to thirty-seven million five hundred and six thousand eight hundred and eleven (37,506,811), which represent eighty-six point eight (86.8) % of the outstanding shares.

The Chairman establishes that the requirements relevant to the convening and holding of the EGM have been met and that the meeting can validly resolve on the matters put forward in the agenda.

**2. Approval of the acquisition by Takeaway.com N.V. of 10Bis.co.il Ltd. (the “Transaction”) within the meaning of section 2:107a of the Dutch Civil Code**

The Chairman continues with the second agenda item and gives the floor to Jitse Groen to present further information on the contemplated acquisition by the Company of 10Bis.co.il Ltd. (“**10bis**”), which was announced on 28 July 2018.

Jitse Groen then continues with a presentation of the Transaction.

The Chairman thanks Jitse Groen for his presentation and invites the shareholders or their representatives to ask questions.

As there are no questions about this agenda item, the Chairman puts it to a vote.

The Chairman records that the proposal to approve the Transaction has been adopted unanimously.

*The votes in respect of this agenda item were cast as follows:*

<i>Votes cast:</i>	<i>37,506,811</i>
<i>Abstentions:</i>	<i>0</i>
<i>Votes against:</i>	<i>0</i>
<i>Votes in favour:</i>	<i>37,506,811</i>



**3. Any other business**

The Chairman asks if there are any questions. As there are no questions, the Chairman continues with the next agenda item.

At the request of the Chairman, the Secretary announces that the voting results are expected to be published on the Company's corporate website the day after the EGM.



#### **4. Closing**

After thanking the attendees for their participation, the Chairman closes the meeting and invites the attendees for a drink.